

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>TotalEnergies SE</u> <hr/> (Last) (First) (Middle) 2, PLACE JEAN MILLIER LA DEFENSE 6 <hr/> (Street) COURBEVOIE IO 92400 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/12/2022	3. Issuer Name and Ticker or Trading Symbol <u>Clearway Energy, Inc.</u> [ CWEN ]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	21,841	I	See footnote <sup>(1)</sup>
Class C Common Stock	65,787	I	See footnote <sup>(1)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B Units of Clearway Energy LLC	(2)	(2)	Class A Common Stock	42,738,750	(2)	I	See footnote <sup>(1)</sup>
Class D Units of Clearway Energy LLC	(3)	(3)	Class C Common Stock	42,336,750	(3)	I	See footnote <sup>(1)</sup>

1. Name and Address of Reporting Person\*  
TotalEnergies SE  


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 (Last) (First) (Middle)  
 2, PLACE JEAN MILLIER  
 LA DEFENSE 6  


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 (Street)  
 COURBEVOIE IO 92400  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
TotalEnergies Gestion USA SARL  


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 (Last) (First) (Middle)  
 2, PLACE JEAN MILLIER  
 LA DEFENSE 6  


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 (Street)

HAUTS-DE- I0 92400  
SEINE

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TotalEnergies Holdings USA, Inc.](#)

(Last) (First) (Middle)

1201 LOUISIANA STREET  
SUITE 1800

(Street)

HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TotalEnergies Delaware, Inc.](#)

(Last) (First) (Middle)

1201 LOUISIANA STREET  
SUITE 1800

(Street)

HOUSTON TX 77002

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TotalEnergies Renewables USA, LLC](#)

(Last) (First) (Middle)

1201 LOUISIANA STREET  
SUITE 1800

(Street)

HOUSTON TX 77002

(City) (State) (Zip)

**Explanation of Responses:**

1. The securities reported herein are held directly by Clearway Energy Group LLC ("Clearway Energy Group"), a wholly owned subsidiary of GIP III Zephyr Acquisition Partners, L.P. ("GIP"). TotalEnergies Renewables USA, LLC holds 50% of the equity interests in GIP III Zephyr Holdings, LLC, which is the general partner of GIP. TotalEnergies Holdings USA, Inc. is the sole shareholder of TotalEnergies Delaware, Inc., which is the sole member of TotalEnergies Renewables USA, LLC. TotalEnergies Gestion USA SARL, which is a direct wholly owned subsidiary of TotalEnergies SE, is the sole shareholder of TotalEnergies Holdings USA, Inc. As a result, each of the foregoing entities may be deemed to beneficially own the securities reported herein.

2. The Class B Units of Clearway Energy LLC are exchangeable at any time for shares of Class A Common Stock of the Issuer on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications. As the holder exchanges the Class B Units for shares of Class A Common Stock, an equivalent number of shares of Class B Common Stock issued to the holder will automatically be canceled.

3. The Class D Units of Clearway Energy LLC are exchangeable at any time for shares of Class C Common Stock of the Issuer on a one-for-one basis, subject to equitable adjustments for stock splits, stock dividends and reclassifications. As the holder exchanges the Class D Units for shares of Class C Common Stock, an equivalent number of shares of Class D Common Stock issued to the holder will automatically be canceled.

**Remarks:**

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

[TOTALENERGIES SE](#)

By: [/s/ Aurelien Hamelle](#) [09/12/2022](#)

Name: [Aurelien Hamelle](#)

Title: [General Counsel](#)

[TOTALENERGIES](#)

[GESTION USA SARL](#)

By: [/s/ Eric Bozec](#) Name: [09/12/2022](#)

[Eric Bozec](#) Title: [General Manager](#)

[TOTALENERGIES](#) [09/12/2022](#)

[HOLDINGS USA, INC.](#)

By: [/s/ Christophe Vuillez](#)

Name: Christophe Vuillez  
Title: Chief Executive Officer and President  
TOTALENERGIES  
DELAWARE, INC. By: /s/  
Christophe Vuillez Name: 09/12/2022  
Christophe Vuillez Title:  
President

TOTALENERGIES  
RENEWABLES USA,  
LLC By: /s/ Marc-Antoine 09/12/2022  
Pignon Name: Marc-  
Antoine Pignon Title:  
Chief Executive Officer

\*\* Signature of Reporting Person                      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**